

# NO6613

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SYK

**MERGER OR SHARE EXCHANGE**

**INDEPENDENT TELECOMMUNICATIONS PIONEER ASSOCIATION, INC.**

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Merger/cc  
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## ARTICLES OF MERGER

OF

INDEPENDENT TELECOMMUNICATIONS PIONEER ASSOCIATION, INC.  
(a Florida not for profit corporation)

AND

INDEPENDENT TELECOMMUNICATIONS PIONEER ASSOCIATION, INC.  
(a Georgia nonprofit corporation)

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Section 617.1105, Florida Statutes, Independent Telecommunications Pioneer Association, Inc., a Florida not for profit corporation, and Independent Telecommunications Pioneer Association, Inc., a Georgia nonprofit corporation, hereby submit the following articles of merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Independent Telecommunications Pioneer Association, Inc., a Florida not for profit corporation (the "Merged Corporation"), with and into Independent Telecommunications Pioneer Association, Inc., a Georgia nonprofit corporation (the "Surviving Corporation") (the "Plan of Merger").

2. The Plan of Merger was adopted by written consent of the Board of Directors of the Merged Corporation on December 31, 2004 in accordance with Section 617.0701, Florida Statutes. The Merged Corporation does not have any members entitled to vote on the Plan of Merger.

3. The Plan of Merger was adopted by written consent of the Board of Directors of the Surviving Corporation on December 31, 2004 in accordance with Section 14-3-1103(b) of the Georgia Nonprofit Corporation Code.

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CORPORATION SVC CO

NO. 262 P. 3

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Executed on December 31, 2004.

INDEPENDENT TELECOMMUNICATIONS  
PIONEER ASSOCIATION, INC.,  
a Florida not for profit corporation

By: Nancy Hyatt  
Name: NANCY HYATT  
Title: TRU - President

INDEPENDENT TELECOMMUNICATIONS  
PIONEER ASSOCIATION, INC.,  
a Georgia nonprofit corporation

By: Larry Sanson  
Name: LARRY SANSON  
Title: PRESIDENT

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER**

by and between

**INDEPENDENT TELECOMMUNICATIONS PIONEER ASSOCIATION, INC.**  
(a Florida Not for Profit corporation)

and

**INDEPENDENT TELECOMMUNICATIONS PIONEER ASSOCIATION, INC.**  
(a Georgia nonprofit corporation)

THIS PLAN OF MERGER (the "Plan") made and entered into this 31<sup>st</sup> day of December, 2004, by and between Independent Telecommunications Pioneer Association, Inc., a Florida not for profit corporation, and Independent Telecommunications Pioneer Association, Inc., a Georgia nonprofit corporation, (collectively, the "Constituent Corporations"):

**WITNESSETH:**

WHEREAS, the Boards of Directors of each of said corporations deem it advisable and for the benefit of each of said corporations that Independent Telecommunications Pioneer Association, Inc., a Florida not for profit corporation, merge with and into Independent Telecommunications Pioneer Association, Inc., a Georgia nonprofit corporation.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained, it is hereby agreed by and between the parties hereto that, pursuant to the Florida Not for Profit Corporation Act and the Georgia Nonprofit Corporation Code, Independent Telecommunications Pioneer Association, Inc., a Florida not for profit corporation (the "Merged Corporation"), be merged with and into Independent Telecommunications Pioneer Association, Inc., a Georgia nonprofit corporation (the "Surviving Corporation"), and thereafter the individual existence of the Merged Corporation shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect shall be as follows:

1.

The acts and things required to be done by the Florida Not for Profit Corporation Act and the Georgia Nonprofit Corporation Code in order to make the Plan effective, including the filing of Articles of Merger pursuant to the Florida Not for Profit Corporation Act and a Certificate of Merger pursuant to the Georgia Nonprofit Corporation Code, shall be attended to and done by the proper officers of the Constituent Corporations as soon as practicable.

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2.

The merger herein contemplated shall be effective upon filing with Offices of the Secretary of State of Georgia and Florida (the "Effective Date").

3.

The Articles of Incorporation of the Surviving Corporation as in effect on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation, and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Georgia Nonprofit Corporation Code.

4.

Until altered, amended or repealed, as therein provided, the Bylaws of the Surviving Corporation as in effect on the Effective Date shall be the Bylaws of the Surviving Corporation.

5.

The directors and officers of the Surviving Corporation in office on the Effective Date shall be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

6.

Upon the Effective Date, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall possess all of the rights, privileges, immunities, powers, and franchises, of a public as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of such corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate or any interest therein vested in the Constituent Corporations shall not revert or be in any way impaired by reason of this merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations, and penalties of each of the Constituent Corporations; and any claim existing or action or proceeding, civil or criminal, pending by or against any of said Constituent Corporations may be prosecuted as if such merger had not taken place, or the Surviving Corporation may be substituted in its place, and any judgment rendered against any of such corporations may thenceforth be enforced against the Surviving Corporation; and neither the rights of creditors nor any liens upon the property of any Constituent Corporation shall be impaired by such merger.

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7.

Upon the Effective Date, the assets and liabilities of the Merged Corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they are carried on the books of the Merged Corporation immediately prior to the merger, and the earned surplus of the Surviving Corporation shall be the combined earned surplus of the Merged Corporation and the Surviving Corporation and there shall be made such other appropriate entries consistent with sound accounting principles and practices as may be required.

8.

If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of the Merged Corporation, the proper officers and directors of the Merged Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of the Plan.

9.

The Surviving Corporation hereby (i) agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the Merged Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger herein provided for, (ii) irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any proceedings, and (iii) specifies the following address to which a copy of such process shall be mailed by the Secretary of State of the State of Florida:

Corporation Service Company  
1201 Hays Street  
Tallahassee FL 32301

*[Signatures on next page]*

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IN WITNESS WHEREOF, the undersigned have each caused this Plan of Merger to be executed on their respective behalves and their respective corporate seals affixed hereto on the 31<sup>st</sup> day of December, 2004.

[CORPORATE SEAL]

INDEPENDENT  
TELECOMMUNICATIONS PIONEER  
ASSOCIATION, INC., a Florida not for  
profit corporation

By: Nancy Hyatt  
Name: NANCY HYATT  
Title: Vice President

[CORPORATE SEAL]

INDEPENDENT  
TELECOMMUNICATIONS PIONEER  
ASSOCIATION, INC., a Georgia nonprofit  
corporation

By: Larry Samsen  
Name: LARRY SAMSEN  
Title: PRESIDENT

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**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

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KILPATRICK STOCKTON, LLP  
RALPHEALITA UPSEAW  
SUITE 2800, 1100 PEACHTREE STREET  
ATLANTA, GA 30309

**CERTIFICATE OF EXISTENCE**

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that as of the above print date

**INDEPENDENT TELECOMMUNICATIONS PIONEER ASSOCIATION, INC.**  
**A GEORGIA NON-PROFIT CORPORATION**

is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated.

Said entity was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date and has not filed articles of dissolution, certificate of cancellation or any other similar document with the Office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the print date above. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This information is electronically transmitted, issued and certified in accordance with the Georgia Electronic Records and Signatures Act and Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

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*Cathy Cox*

Cathy Cox  
Secretary of State

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# State of Florida



Department of State

I certify from the records of this office that INDEPENDENT TELECOMMUNICATIONS PIONEER ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on December 12, 1984.

The document number of this corporation is N06613.

I further certify that said corporation has paid all fees due this office through December 31, 2004, that its most recent annual report/uniform business report was filed on December 17, 2004, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Seventeenth day of December, 2004



CR2EO22 (2-03)

*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State